

**BYLAWS OF RAMONA SPORTSMEN'S CLUB
A California Nonprofit Mutual Benefit Corporation**

ARTICLE 1---OFFICES

Section 1. PRINCIPAL OFFICE

The principal office of the Corporation will be located in San Diego County, California. The initial address of the principal office of the Corporation is as follows:

P.O. Box 2274 Ramona, CA 92065

Section 2. CHANGE OF ADDRESS

The county of the Corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors (herein called the "Board") may, however, change the principal office from one location to another within San Diego County by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment to these Bylaws:

_____ Date: _____
_____ Date: _____
_____ Date: _____

ARTICLE 2---PURPOSES

Section 1. OBJECTIVES AND PURPOSES

Develop and Implement a Sportsman's Club and range facility in the Ramona area to provide our members with an opportunity to participate in shooting and archery. Attract & develop sportsmen & sportswomen through training in safety; in marksmanship and outdoorsman skills; and in the responsible use of firearms and archery equipment.

ARTICLE 3---DIRECTORS

Section 1. NUMBER

The Corporation will not have fewer than three (3) nor more than fifteen (15) Directors. The minimum and maximum numbers specified in this Section may be changed by amendment of this Section. The initial number of Directors will be at least three (3). The Board shall consider the experiences and background of potential candidates, and shall

strive to provide representation from all stakeholder groups, as well as supply the Board with the skills needed to effectively carry out its objectives and purposes.

Section 2. POWERS

Subject to the limitations of the articles and these bylaws, the activities and affairs of this Corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board. Directors, acting together as the Board, establish the policies and programs of the organization, and monitor and evaluate results. The Board appoints all officers and may delegate management of the activities of the Corporation to any person or persons, a management company, or committee, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 3. NOMINATIONS

The Board will appoint a Nominating Committee consisting of three members, two of whom are Directors, at the October meeting. The Nominating Committee shall select a slate of individuals to fill the positions on the Board then expiring, and shall submit its slate to the Board and to members at the November General meeting. Each individual candidate nominated will be contacted beforehand and their permission obtained to submit his or her name as a candidate.

Section 4. ELECTIONS

Except for the first Board of Directors, which shall be selected, Directors shall be elected annually at the December General meeting or, if needed, at a Special General meeting held for that purpose. The Club's General Membership shall elect a Director(s) to fill the vacancies then expiring, at its General meeting in December, by all members present. Candidate(s) shall be considered elected if they receive the highest number of votes down to the total number of Director vacancies and/or expirations. In the event of a tie for any Directorships to be filled a runoff vote will be held for any tied positions. The new Director(s) shall be seated on January 1 each year. One-third of the board shall change each cycle.

Section 5. TERMS OF OFFICE:

Each Director will hold office for two (2) years until the first annual meeting for election of the Board of Directors, and until his or her successor is elected and qualifies or the Board of Directors declares that a Director's position is vacant by reason of the death, resignation or removal of the Director.

Section 6. VACANCIES

Vacancies on the Board will exist (1) on the death, resignation or removal of any Director,

and (2) whenever the number of authorized Directors is increased.

The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of any court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under California Nonprofit Corporation Law. Any Director may resign effective upon giving written notice to the President of the Board, Vice-President, the Secretary, Treasurer, or any other the Board of Director, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may prompt the Board to solicit volunteers to join the board. All volunteers to the Board shall be reviewed by the Board, and will be voted on by the General Membership announced at a General Meeting.

Section 7. SPECIAL ELECTIONS:

A special election may be held to fill a vacancy at any regular or special meeting held for that purpose and will be held in accordance with Article 3, Section 4 of these Bylaws. A person elected to fill a vacancy will hold office until the next annual election of the Board after assuming office.

Section 8. COMPENSATION

Directors will serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as permitted under the provisions of the California Nonprofit Corporation Law and any limitations or procedures in Articles of Incorporation, Bylaws and Article 11, "Conflict of Interest Policy".

Section 9. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons, for purposes of this Section. "Interested persons" means either:

- (a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full or part-time officer or other employee, independent contractor, or otherwise.

Section 10. NON-LIABILITY OF DIRECTORS

The Directors will not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 11. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a Director, Officer, employee or other agent of this Corporation has been successful on the merits in defense of any civil' criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person will be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings will be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of the California Nonprofit Corporation Law.

Section 12. INSURANCE FOR CORPORATE AGENTS

The Board of Directors shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (California Nonprofit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of California Nonprofit Corporation Law.

Section 13. PLACE OF MEETINGS

Meetings of the Board shall be held at any place within the State of California, which has been designated from time to time by the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all Directors participating in such meeting can hear one another.

Section 14. REGULAR, ANNUAL, AND SPECIAL MEETINGS

Regular Meetings: Meetings of the Board shall be held with call or notice on such dates and at such time as may be fixed by the Board.

Annual Meetings: The Board shall hold an annual Board Meeting for the purpose of organization and budget review and transaction of other business. Annual meetings of the Board shall be held with call or notice on a day in March set by the Board.

Special Meetings: Special meetings of the Board for any purpose may be called at any time by the President, Vice-President (if applicable), Secretary, Treasurer or any two Directors.

Section 15. NOTICE OF MEETINGS

Notice of regular meetings shall be given to the Board members not less than 72 hours prior to the meeting. Notice of the time and place of meetings of the Board of Directors shall be given by one of the following methods: (A) by personal delivery of written notice; (B) by first class mail, postage prepaid, email or facsimile; (C) by telephone communication, either to the Director or to a person at the Director's home or office who would reasonably be expected to communicate such notice to the Director. Such notices will be addressed to each Director at his or her address as shown on the books of the Corporation.

Section 16. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with will specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

Section 17. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals will be filed with the corporate records or made a part of the minutes of the meeting.

Section 18. QUORUM FOR MEETINGS

A simple majority of the total number of Directors constitutes a quorum for the transaction of business.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business will be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the President will entertain at such meeting is a motion to adjourn.

When a meeting is adjourned for lack of a quorum, it will not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or

such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Corporation.

Section 19. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is an act of the Board, unless the Articles of Incorporation or Bylaws of this Corporation, or provisions of the California Nonprofit Corporation Law, particularly those provisions relating to appointment of committees, approval of contracts or transactions in which a Director has a material financial interest, and indemnification of Directors, require a greater percentage or different voting rules for approval of a matter by the Board.

Section 20. CONDUCT OF MEETINGS

Meetings of the Board will be presided over by the President, or, if no such person has been so designated or, in his or her absence, by the First Vice-President (if applicable), or, in the absence of each of these persons, by a person chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation will act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding Officer will appoint another person to act as Secretary of the Meeting.

Meetings will be governed by Robert's Rules of Order or any acceptable meeting protocol as such rules may be revised from time to time, insofar as such rules are consistent with or not in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.

Section 21. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

These By-Laws currently do not provide for absentee or mail-in voting. It is the consent of this Board that a Director is required to be in attendance at a meeting in order for their vote to be counted

ARTICLE 4---OFFICERS

Section 1. NUMBER OF OFFICERS

The officers of the Corporation shall be a President, Vice President (if applicable), Secretary and a Treasurer. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President of the Board.

Section 2. QUALIFICATION, ELECTION AND TERM OF OFFICE

The Board may elect, and may empower the President to appoint Officers as the business of the Corporation may require. Any person may serve as an Officer of this Corporation, and shall be selected from among the Directors. Officers may be appointed by the Board at any time, and each Officer will hold office for a period of one-year (with exception of mid year appointments then until annual meeting) or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor will be elected and qualified, whichever occurs first. Officers may be appointed for up to four consecutive years

Section 3. SUBORDINATE OFFICERS

The Board may appoint such other Officers or agents as it may deem desirable and such Officers will serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

Section 4. REMOVAL AND RESIGNATION

Any Officer may be removed, either with or without cause, by the Board, at any time. Any Officer may resign at any time by giving written notice to the Board or to the President or Secretary of the Corporation. Any such resignation will take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein. The acceptance of such resignation will not be necessary to make it effective. The above provisions of this Section will be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board relating to the employment of any Officer of the Corporation.

Section 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer will be filled by the Board. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board will fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled, as the Board will determine.

Section 6. DUTIES OF THE PRESIDENT

The President is the Chief Executive Officer of the Corporation and will, subject to the control of the Board, supervise and control the affairs of the Corporation and the activities of the Officers. He or she will perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board. He or she will preside at all meetings of the Board except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws. He/She will, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which may from time to time be authorized by the Board.

Section 7. DUTIES OF THE VICE-PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President will perform all the duties of the President, and when so acting will have all the powers of, and be subject to all the restrictions of the President. The Vice-

President will have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board.

Section 8. DUTIES OF SECRETARY

Subject to the provisions of these Bylaws, the Secretary shall also:

1. Certify and keep the original, or a copy of these Bylaws as amended or otherwise altered to date.
2. Be custodian of a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
3. See that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law.
4. Be custodian of the records and of the seal of the Corporation (if any) and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these Bylaws.
5. Be custodian of a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she will record such fact in the membership book together with the date on which such membership ceased.
6. Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation.
7. In general, performs all duties incident to the office of Secretary and other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him/her from time to time by the Board.

Section 9. DUTIES OF THE TREASURER

Subject to the provisions of these Bylaws, the Treasurer shall also:

1. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, Trust companies or other depositories as will be selected by the Board.
2. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
5. Exhibit at all reasonable times the books of account and financial records, to any Director of the Corporation, or to his or her agent or attorney, on request therefore.
6. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

8. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him/her from time to time by the Board.
9. The Treasurer shall prepare an annual budget and submit a monthly financial report to the Board at each regular meeting.
10. Shall maintain adequate bond, paid for by the general fund, to cover the financial resources of the Corporation.

Section 10. COMPENSATION

Officers will serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as permitted under the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and Bylaws. However, if compensation for an Officer is to be considered, it will be paid by resolution of the Board, and no Officer will be prevented from receiving such salary by reason of the fact that he or she is also a Director of the Corporation, provided, however, that such compensation paid a Director for serving as an Officer of this Corporation will only be allowed if permitted under the provisions of the California Nonprofit Corporation Law and any limitations or procedures in Articles of Incorporation, Bylaws and Article 11, "Conflict of Interest Policy". In all cases, any compensation received by Officers of this Corporation will be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of its charitable or public purposes.

ARTICLE 5---COMMITTEES

Section 1. EXECUTIVE COMMITTEE

The Executive Committee will consist of the (President, Vice-President (if applicable), Secretary, Treasurer).

Section 2. OTHER COMMITTEES

The Corporation will have such other committees as may from time to time be designated by resolution of the Board. Such other committees may consist of persons who are not also members of the Board. These additional committees will act in an advisory capacity only to the Board and will be clearly titled as "advisory" committees.

Section 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees will be governed, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for

regular meetings of committees may be fixed by resolution of the Board or by the committee. The time for special meetings of committees may also be fixed by the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are consistent with the provisions of these Bylaws.

ARTICLE 6---EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. EXECUTION OF INSTRUMENTS

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, Agent, or employee will have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. CHECKS AND NOTES

Section 3. DEPOSITS

All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 4. GIFTS

The Board may accept on behalf of the Corporation any contribution, gifts, bequest, or device for the charitable or public purposes of this Corporation.

ARTICLE 7---CORPORATE RECORDS, REPORTS AND SEAL

Section 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation will keep and maintain the following records:

1. Records of the minutes of all meetings of the Board, committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
2. A record of its Directors, indicating their names and addresses and, if applicable, the office held, and the termination date of any office.
3. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which will be open to inspection by the members of the Corporation at all reasonable

times during office hours.

4. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Section 2. CORPORATE SEAL

The Board may adopt, use, and at will alter, a corporate seal. Such seal will be kept by the Secretary of the Corporation. Failure to affix the seal to corporate instruments, however, will not affect the validity of any such instrument.

Section 3. DIRECTORS' INSPECTION RIGHTS

Every Director will have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

Section 5. ANNUAL REPORTS

The Board will cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation which report will contain the following information in appropriate detail:

1. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

The annual report will be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized Officer of the Corporation that such statements were prepared without an audit from the books and records of the Corporation.

Section 6. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS

This Corporation will mail or deliver to all Directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year, which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

1. Any transaction in which the Corporation, or its parent or its subsidiary, was a party,

- and in which either of the following had a direct or indirect material financial interest:
2. Any Director or officer of the Corporation, or its parent or subsidiary (a mere common Directorship will not be considered a material financial interest); or
 3. Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$ 10,000) paid during the previous fiscal year to any Director or Officer, except that no such statement need be made if such indemnification was approved by the members pursuant to California Nonprofit Corporation Law.

Any statement required by this Section will briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE 8---FISCAL YEAR

Section 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the Corporation will begin on the first day of January and end on the last day of December in each year.

ARTICLE 9---PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Section 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, Director, Officer, employee or other person connected with this Corporation, or any private individual, will receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision will not prevent payment to any such person or reasonable compensation for services performed for the Corporation in affecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; no such person or persons will be entitled to share in the distribution of, and will not receive, any of the corporate assets on a

dissolution of the Corporation. All members, if any, of the Corporation will be deemed to have expressly consented and agreed that on such dissolutions or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, will be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

ARTICLE 10---MEMBERS

Section 1. DETERMINATION AND RIGHTS OF MEMBERS

If this Corporation makes no provision for members, then, pursuant to the Nonprofit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this Corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board.

ARTICLE 11---CONFLICT OF INTEREST POLICY

Section 1. PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. DEFINITIONS

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. PROCEDURES

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it

shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis of such belief and afford member an opportunity to explain alleged failure to disclose.

Section 4. RECORDS OF PROCEEDINGS

1. Minutes of the governing body and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceeding.

Section 5. COMPENSATION

1. In the event of compensation, the following will be strictly adhered to:

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that person's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. ANNUAL STATEMENTS

1. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy.
- b.** Has read and understands the policy
- c.** Has agreed to comply with the policy and,
- d.** Understands the Organization is charitable and in order to maintain its federal exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. PERIODIC REVIEWS

1. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether the compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. USE OF OUTSIDE EXPERTS

1. When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 12---AMENDMENT OF ARTICLES OF INCORPORATION

Section 1. CERTAIN AMENDMENTS

Notwithstanding the above Sections of this Article, this Corporation will not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Directors of this Corporation nor the name and address of its initial agent, except to correct an error in such statements or to delete either statement after the Corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to California Nonprofit Corporation Law.

ARTICLE 13---AMENDMENT OF BYLAWS

Section 1. AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of Bylaws of mutual benefit nonprofit Corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by a quorum of the Board.

Section 2. RECORDS OF REVISION:

Revision #	DESCRIPTION OF REVISION	AUTHORITY FOR REVISION	EFFECTIVE DATE
1.	A copy of the previous bylaws, identifying the revised sections, is maintained by the Secretary	Vote of the Board of Directors on / / Number of Director positions authorized: Number filled: Votes: Yes: No: Abstain:	
2.	A1§6 Rearrange last sentence' words to correct syntax A1§12 'may' changed to 'will' A1§19 Delete Last Sentence A1§20 add Protocol to 2 nd p 2 nd sentence A4§9 Add requirement to obtain bond for Treasurer	Vote of the Board of Directors on 1/6/2016 Number of Director Positions authorized: <u>5</u> Number filled: <u>5</u> Votes: Yes: 4 No: 0 Abstain: 0	1/6/2016